

PO000068951
TRANSMITTAL LETTER

July 5, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Incorporation for We Help, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75.

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-07/17/00--01140--002
*****78.75 *****78.75


FROM: We Help, Inc.

2875 South Ocean Blvd, Suite 200

Palm Beach, FL 33480

(561) 586-7110

Sincerely,


Cynthia A. Fletcher

FILED
00 JUL 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 19 2000

ARTICLES OF INCORPORATION

OF

We Help, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be We Help, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2875 South Ocean Blvd., Suite 200, Palm Beach, FL 33480

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Cynthia A. Fletcher, 2875 South Ocean Blvd, Suite 200, Palm Beach, FL 33480

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TALLAHASSEE FLORIDA

ARTICLE V INCORPORATOR(S)


The names and street addresses of the incorporators to these Articles of Incorporations are

Lucy Runyon - President /Director

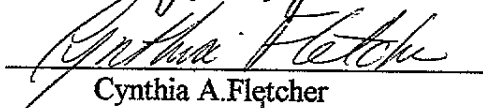
Cynthia A. Fletcher - Secretary/Treasurer/Director

Milton Susman - Director


The undersigned incorporators have executed these Articles of Incorporation this
13th day of July, 2000.



Lucy Runyon



Cynthia A. Fletcher



Milton Susman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 JUL 17 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporations : We Help, Inc.
2. The name and address of the registered agent and office is :

Cynthia A. Fletcher
2875 South Ocean Blvd., Suite 200
Palm Beach, FL 33480

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND EXCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cynthia A. Fletcher

DATE

July 13, 2000